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11 *Attorneys for Defendants*
12 *John Duff III, Henry Smith, and*
13 *Maxwell Roux*

14 UNITED STATES DISTRICT COURT
15 DISTRICT OF NEVADA

16 KRISHNA OKHANDIAR, an individual, and
17 REMILIA CORPORATION LLC, a Delaware
limited liability company,

18 Plaintiffs,

19 v.

20 JOHN DUFF III, an individual,
21 HENRY SMITH, an individual, and
MAXWELL ROUX, an individual,

22 Defendants.
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Case No. 2:23-cv-1409- APG-EJY

**DECLARATION OF HENRY SMITH IN
SUPPORT OF DEFENDANTS'
MOTION TO DISMISS PURSUANT TO
FED. R. CIV. P. 12(b)(2) & 12(b)(3), OR
ALTERNATIVELY TO TRANSFER
PURSUANT TO 28 U.S.C. §§ 1406(a) OR
1404(a)**

DECLARATION OF HENRY SMITH

I, Henry Smith, declare:

1. I am over the age of eighteen and make this declaration based on my personal knowledge. I submit this declaration in support of Defendants' Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b)(2) or 12(b)(3), or Alternatively to Transfer Pursuant to 28 U.S.C. §§ 1406(a) or 1404(a). I am competent to testify to the matters set forth in this declaration, and would do so competently if called to testify thereto.

2. I am a citizen and resident of New Zealand. My permanent residence since at least August 2021 has been in the City of Auckland, New Zealand.

3. I do not and have never lived in the State of Nevada. I do not have any bank accounts or other tangible personal or real property in Nevada.

4. I have never traveled to Nevada for any reason.

5. In 2020, before I had ever met Krishna Okhandiar, I created certain artwork that I called "Milady" for my personal Twitter. It was not until Spring 2021 that I began establishing the compostable art for a Milady NFT.

6. I was first introduced remotely by chat and message application service to Krishna Okhandiar (who at that time went by the name Rohit Okhandiar and various pseudonyms such as Charlotte Yang, Charlie Yang, and Miya) in Spring 2021. By Fall 2021, we discussed the creation of a collective venture business project with several other persons, including Max Roux, John Duff, and Bruno Nispel, to "mint" a series of Milady NFTs. "Minting" is the process of bringing a NFT to the block chain and auctioning it on the marketplace through the use of "smart contracts." We referred to the collective venture project as "Remilia." At that time, I was living in Auckland but also traveling to Wellington, New Zealand. This was the first time that we discussed jointly working on an NFT art-related venture, which venture we referred to as Remilia. At that time, Mr. Okhandiar told me that he lived in Chicago, Illinois.

7. In October 2021, Mr. Okhandiar provided me with and asked me to sign a "Letter of Intent" recognizing my position as a co-founder of the Remilia venture. I signed the LOI in Wellington, New Zealand. I believe he was in Chicago at that time.

1 8. In or about May or June 2022, I traveled to Lisbon, Portugal, where I met with Mr.
2 Okhandiar, Mr. Roux, and Mr. Duff to discuss and plan the venture's projects and possible future
3 endeavors.

4 9. I traveled for several months before eventually visiting New York City. From
5 August to September 2022, I stayed at a short-term rental property in New York that I and the other
6 founding members of the Remilia collective venture used as a temporary co-working space for
7 projects and meetings, and to store some items and merchandise.

8 10. In September 2022, I returned to Auckland. Mr. Okhandiar sent me a copy of a Non-
9 Disclosure Agreement in November 2022, which I signed in Auckland. Again, I believe he was in
10 Chicago at that time.

11 11. In or around December 2022, Mr. Okhandiar invited me to meet him in Seoul, South
12 Korea, to show me the city. While I was there, we visited Seoul's garment district to find a factory
13 to produce a Remilia fashion line. In late January 2023, we traveled to Tokyo, Japan, where we met
14 with Mr. Roux. This trip was not for any business purpose, although we informally discussed
15 Remilia's operations and possible future projects. It was around this time that I recall Mr.
16 Okhandiar informing Mr. Roux and I that he had incorporated a company called Remilia
17 Corporation that I believed was to be the agent of our joint business venture as referred to in my
18 LOI, and of which I believe I am a founding member and owner. He did not provide us with copies
19 of any incorporation or governance documents. In late January or early February 2022, I returned
20 to New Zealand.

21 12. I did not see Mr. Okhandiar again until April 2023 when I traveled to Japan and
22 South Korea for two weeks. The main purpose of this travel was to attend Remilia-Con 2023, which
23 was a series of events we organized to celebrate the success of the Remilia venture and a new NFT
24 project that I played a primary role in creating and launching called Bonkler. After Remilia-Con
25 2023, we traveled to Jinju, South Korea, to attend Mr. Okhandiar's wedding.

26 13. Other than in the instances described above, I have not met with or seen Mr.
27 Okhandiar. During the course of our dealings, the majority of my communications with him were
28 by text, instant messages, and various chat/messaging applications, and occasionally by

1 voice/phone conference.

2 14. I am not aware that Remilia has ever had any offices in Nevada, nor have I ever been
3 to any offices owned by Remilia in Nevada or any other location. Until after Mr. Okhandiar filed
4 this lawsuit, I believed that he considered Chicago, Illinois to be his home.

5
6 I declare under penalty of perjury under the laws of the United States of America that the
7 foregoing is true and correct.

8 Executed 1/4/2024, at Berlin, Germany.

DocuSigned by:

Henry Smith

DEFD7FA29BA04AB...

Henry Smith

Snell & Wilmer

LLP
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CERTIFICATE OF SERVICE

I hereby certify that on January 18, 2024, I electronically filed the foregoing **DECLARATION OF HENRY SMITH IN SUPORT OF DEFENDANTS' MOTION TO DISMISS PURSUANT TO FED. R. CIV. P. 12(b)(2) & 12(b)(3), OR ALTERNATIVELY TO TRANSFER PURSUANT TO 28 U.S.C. §§ 1406(a) OR 1404(a)** with the Clerk of Court for the U.S. District Court, District of Nevada by using the Court's CM/ECF system. Participants in the case who are registered CM/ECF users will be served by the CM/ECF system.

/s/ Lyndsey Luxford

An employee of SNELL & WILMER L.L.P.

4853-5705-2830

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